

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► The Transactions are intended to qualify as a tax-free reorganization under Section 368(a) of the Code. The U.S. federal income tax consequences of the reorganization to WellCare shareholders are determined under Code Sections 354, 356, 368 and 1221.

18 Can any resulting loss be recognized? ► See attached.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The Transactions occurred on January 23, 2020. Therefore, the reportable tax year is the tax year of the shareholder that includes January 23, 2020.

THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE TAX ADVICE AND DOES NOT PURPORT TO BE COMPLETE OR TO DESCRIBE THE CONSEQUENCES THAT MAY APPLY TO PARTICULAR CATEGORIES OF SHAREHOLDERS.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ► Tricia Dinkelman

Date ► 03.02.20

Print your name ► Tricia Dinkelman

Title ► Vice President, Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►	Firm's EIN ►		Phone no.	
Firm's address ►				

Attachment to Form 8937

Form 8937, Part II, Box 14:

Parties to the organizational action include Centene Corporation, a Delaware corporation (“Centene”), Wellington Merger Sub I, Inc., a Delaware corporation, (“Merger Sub I”), Wellington Merger Sub II, Inc., a Delaware corporation (“Merger Sub II”) and WellCare Health Plans, Inc., a Delaware corporation (“WellCare”). Merger Sub I and Merger Sub II had been formed previously as direct wholly owned subsidiaries of Centene in order to effectuate the Transactions described below.

On January 23, 2020, (i) Merger Sub I merged with and into WellCare, with WellCare continuing as the surviving company and a direct wholly owned subsidiary of Centene (the “First Merger”) and, immediately thereafter, (ii) WellCare merged with and into Merger Sub II, with Merger Sub II continuing as the surviving company and as a direct wholly owned subsidiary of Centene (the “Second Merger” and, together with the First Merger, the “Transactions”).

Pursuant to the First Merger, each WellCare shareholder received \$120.00 in cash and 3.38 shares of Centene common stock for each share of WellCare common stock held by such shareholder (other than shares with respect to which appraisal rights are being exercised).

Form 8937, Part II, Box 15:

The Transactions, taken together, are intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). Accordingly, a U.S. holder of WellCare common stock will recognize gain (but not loss) in an amount equal to the lesser of: (i) the amount, if any, by which the sum of the cash received (excluding cash received in lieu of fractional shares) and the fair market value of the Centene common stock received by such U.S. holder (including any fractional shares deemed received) exceeds such U.S. holder’s adjusted tax basis in the U.S. holder’s WellCare common stock exchanged therefore, and (ii) the amount of cash received by such U.S. holder (excluding cash received in lieu of fractional shares).

With respect to U.S. holders of WellCare common stock, for U.S. federal income tax purposes, the aggregate tax basis of the Centene common stock received by a U.S. holder in the Transactions (including any fractional share deemed received and exchanged for cash) will be the same as the aggregated adjusted tax basis of such U.S. holder’s WellCare common stock exchanged therefore, decreased by the cash received (but excluding any cash received in lieu of a fractional share of Centene common stock) and increased by the amount of any gain recognized by the holder (but excluding any gain resulting from the deemed receipt and redemption of a fractional share of Centene common stock). A U.S. holder’s holding period in the Centene common stock received (including a fractional share of Centene common stock deemed to be received) will include the holding period of the shares of WellCare common stock exchanged for such Centene common stock.

If a U.S. holder acquired WellCare common stock at different times or at different prices, any gain or loss realized will be determined separately with respect to each block of WellCare common stock, and such U.S. holder’s basis in its shares of WellCare common stock would be determined by reference to the associated block of WellCare common stock. A loss realized (but not recognized) on the exchange of

one block of WellCare common stock cannot be used to offset a gain realized on the exchange of another block of WellCare common stock.

Form 8937, Part II, Box 16:

Calculation of tax basis in the shares of Centene common stock issued pursuant to the Transactions is dependent on the trading price of Centene common stock at the time of the Transactions; however, U.S. federal income tax law does not specifically identify how U.S. holders should determine the fair market value of the Centene common stock at the time of the Transactions. There are several possible methods of measuring such value. For purposes of information reporting, because the transaction closed in the early morning on January 23, 2020 commensurate with start of trading on that date, Centene and the exchange agent are treating the fair market value of the Centene common stock issued in the exchange as \$66.76, which was the closing trading price of the Centene common stock on January 22, 2020. However, there can be no assurance that the Internal Revenue Service will not assert other values or an alternative valuation, including using various trading prices of the Centene common stock on January 23, 2020, such as the opening trading price (\$66.70), the closing trading price (\$68.02) or the average of the high (\$68.08) and low (\$65.06) trading prices on that date.

The information contained herein does not constitute tax advice. You should consult your own tax advisor as to the tax consequences of the Transactions in your particular circumstances.

Form 8937, Part II, Box 18:

In general, WellCare shareholders will not recognize any loss for U.S. federal income tax purposes by reason of the Transactions, except, possibly, with respect to cash received in lieu of fractional shares of Centene Common stock. To the extent that a U.S. holder of WellCare common stock received cash in lieu of a fractional share of Centene common stock, such shareholder will be treated as having received such fractional share of Centene common stock for cash. These shareholders will generally recognize gain or loss equal to the difference between the amount of cash received and the shareholder's basis in the fractional share of Centene common stock. The gain or loss generally will be long-term capital gain or loss if, as of the date of the Transactions, the WellCare shareholder's holding period with respect to the WellCare share exchanged for such fractional share of Centene common stock exceeds one year.